



## SOM DISTILLERIES AND BREWERIES LIMITED

**Registered Office:** I-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029

Phone: +91-11-26169909, 26169712 Fax: +91-11-26195897

**Corporate Office:** SOM House, 23, Zone II, M.P. Nagar, Bhopal, Madhya Pradesh – 462011

Phone: +91-755-4278827, 4271271 Fax: +91-755-2557470

**Email:** compliance@somindia.com **Website:** www.somindia.com

CIN: L74899DL1993PLC052787

(BSE: 507514, NSE: SDBL)

### NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Som Distilleries and Breweries Limited will be held on Thursday, the 8th day of April, 2021 at 11:00 am at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh) to transact the following businesses:

#### SPECIAL BUSINESS:

#### 1. TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE EQUITY WARRANTS TO PROMOTERS/ PROMOTERS GROUP AND PUBLIC INVESTORS ON PREFERENTIAL BASIS

To consider and, if thought fit, to pass, with or without modification(s), the following as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time (FDI Policy) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines (including any amendment thereto or re-enactment thereof) issued by the Government of India (the “GOI”), the Ministry of Corporate Affairs (the “MCA”), the Reserve Bank of India (the “RBI”), the Securities and Exchange Board of India (the “SEBI”) the Listing Agreement entered into between the Company and the Stock Exchanges where the Shares of the Company are listed (“Stock Exchanges”), or any other authority/ body (including any amendment thereto or re- enactment thereof) and enabling provisions in the Memorandum and Articles of Association of the Company and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the company be and is hereby accorded to the Board, to create, offer, issue and allot from time to time upto 6600000 (sixty six lakhs) Warrants (hereinafter referred to as the “Warrants”) convertible in one or more tranches to equity shares of Rs.5/- each of the Company at a price of Rs.35/- per equity share (including premium of Rs.30/- per equity share) for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, on such terms and conditions as the Board may think fit, by way of preferential allotment on a private placement basis to the following allottees forming part of the Promoters, Promoter’s Group and Public Investors (hereinafter referred to as the “Proposed Allottees”).

Sr No	Name of the Allottee	Number of Convertible Warrants	Category
1	Jagdish Kumar Arora	1600000	Promoter / Promoter Group
2	Kanta Bahadur	500000	Other than Promoter Group
3	Amit Tiwari	500000	Other than Promoter Group
4	Anshul Sharma	500000	Other than Promoter Group
5	Dinkar Singh	500000	Other than Promoter Group
6	Devendra Kumar	500000	Other than Promoter Group
7	Rohit Soni	500000	Other than Promoter Group
8	Nandram Kushwah	500000	Other than Promoter Group
9	Bhupendra Guru	500000	Other than Promoter Group
10	Hareram Mishra	500000	Other than Promoter Group
11	Mahesh Shahu	500000	Other than Promoter Group

<b>Total</b>	<b>Upto 6600000</b>	
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**RESOLVED FURTHER THAT** as per the SEBI ICDR Regulations the 'Relevant Date' for determining the price of the Equity Shares to be issued upon conversion/exercise of right attached to the Warrants, in accordance with the provisions of Chapter V of the securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018, shall be Tuesday, March 9, 2021, being thirty days prior to the date of this Extra Ordinary General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares as may require to be allotted upon conversion/exercise of right attached to the Warrants issued in terms of this resolution.

**RESOLVED FURTHER THAT** the Warrants to be created, offered and allotted and the new equity shares to be issued and allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and all such new shares shall rank in all respects pari-passu inter-se and with the then existing equity shares of the Company including entitlement of dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (which shall be deemed to include any Committee(s), which the Board of Directors may have or hereafter constitute in this behalf to exercise the powers conferred on the Board of Directors by this Resolution) of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares with the stock exchanges where the shares of the Company are listed, without requiring the Board of Directors to obtain any further consent or approval of the shareholders of the Company in relation to the matters set out in this resolution."

## **2. TO APPROVAL FOR ISSUE AND ALLOTMENT OF EQUITY SHARES TO EMPLOYEES OF SUBSIDIARY COMPANY(IES) UNDER THE SOM EMPLOYEE STOCK OPTION PLAN SCHEME 2020**

To consider and, if thought fit, to pass, with or without modification(s), the following as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ("the SEBI ESOS Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed, any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee), approval of members of the company be and is hereby accorded to the Board to extend the benefits of the SOM Employees Stock Option Plan Scheme 2020 (hereinafter referred to as 'SOM ESOP Scheme 2020' as approved by shareholders in the 27<sup>th</sup> Annual General Meeting of the company held on September 29, 2020) the salient features of which are detailed in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Subsidiary Company(ies) of the company, whether working in India or outside India, including Director of the Company, whether Whole-time director or not, and such other persons as may from time to time, be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as "Employees") selected on the basis of criteria decided by the Board under the ESOP Scheme 2020, such number of stock options convertible into Equity Shares of the Company ("Options"), in one or more tranches, not exceeding within the overall ceiling of 10,00,000 equity shares of face value of Rs.5/- each (equivalent to 5,00,000 equity shares of Rs.10/- each before splitting of face value), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP Scheme 2020, and all provisions of applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot Equity Shares to the eligible Employees upon exercise of Options from time to time in accordance with the ESOP Scheme 2020 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Stock Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP Scheme 2020 and the exercise price of Options granted under the ESOP Scheme 2020 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.5/- per equity share bears to their advised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOP Scheme 2020.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board, which includes the Nomination and Remuneration Committee is authorised to modify, formulate, evolve, decide upon and implement the ESOP Scheme

2020, determine the detailed terms and conditions of the aforementioned ESOP Scheme 2020 including but not limited to the quantum of the Options to be granted per employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such employees of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the ESOP Scheme 2020 and as the Board or the Nomination and Remuneration Committee may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI ESOS Regulations for the purposes of administration of ESOP Scheme 2020.

**RESOLVED FURTHER THAT** the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP Scheme 2020 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP Scheme 2020 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOP Scheme 2020 on the Stock Exchanges, where the Shares of the Company are listed in accordance with the provisions of the SEBI ESOS Regulations, the SEBI LODR Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP Scheme 2020 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

For and on behalf of the Board  
**For Som Distilleries and Breweries Limited**

Sd/-

**Om Prakash**  
**Company Secretary & Compliance Officer**  
Place: Bhopal  
Date: March 15, 2021

REGISTERED OFFICE:  
1-A Zee Plaza, Arjun Nagar,  
Safdarjang Enclave, Kamal Cinema  
Road, New Delhi-110029  
Tel.: 011 26169909, 26169712

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE MEETING.**

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means.
3. The Notice calling the EGM has been uploaded on the website of the Company at [www.somindia.com](http://www.somindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The remote e-voting period begins on Monday 5.04.2021 (IST 9.00 am) and ends on Wednesday 7.04.2021 (IST 5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1.04.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number provided by the company or contact to RTA for obtaining the same.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Company on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id [compliance@somindia.com](mailto:compliance@somindia.com) / [info@masserv.com](mailto:info@masserv.com)**.
2. **For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id [compliance@somindia.com](mailto:compliance@somindia.com) / [info@masserv.com](mailto:info@masserv.com)**.

Shareholders who have voted through Remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@somindia.com](mailto:compliance@somindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## GENERAL INFORMATION: -

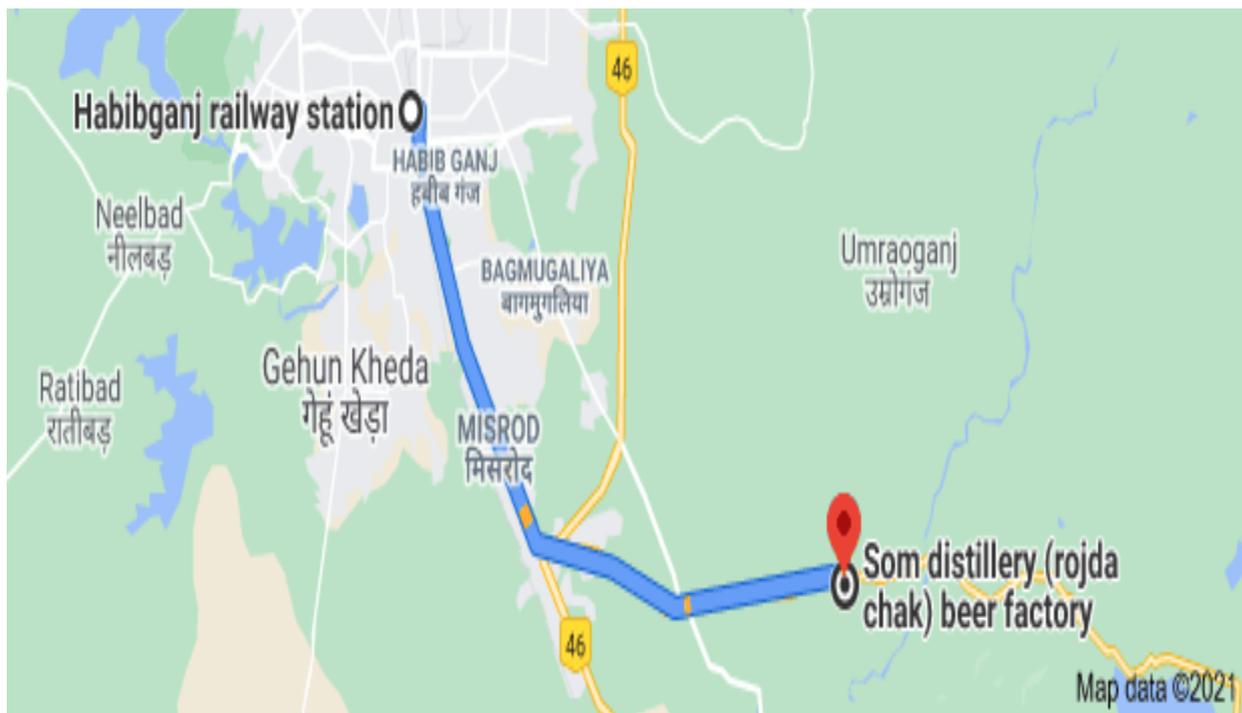
1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 1 to 2 is annexed hereto and forms part of this Notice.
2. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
3. Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, email, nominations, power of attorney, bank details, NECS & ECS mandates to their depository participant only. The said changes will be automatically reflected in the Company's records. Members holding Shares in physical mode are requested to intimate all changes in their particulars or bank mandates to the company's Registrar and Share Transfer Agent. Members holding shares in physical mode and desirous of making nominations are requested to send their request in Form SH-13 under the Companies Act, 2013 to the Company's Registrar & Share Transfer Agent.
4. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company / Registrar and Share Transfer Agent by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. The alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

5. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
  - Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve notices and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Further, to contribute towards greener environment and to receive all documents, notices and other communications of the Company, investors should register their e-mail address with the Registrar and Share Transfer Agent of the Company, if Shares are held in physical mode and with their DP's, if the holding is in electronic mode.
7. The documents, if any, referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Members on all working days between 14:00 - 16:00 hrs from March 15, 2021 to April 7, 2021 at the Registered Office of the Company & will also be available at the time of EGM.
8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, and all other documents referred to the Notice will be available for inspection for the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting.
9. The Board of Directors has appointed Mr. Neelesh Jain as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
10. The route map is annexed to this notice.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.somindia.in](http://www.somindia.in) and on the website of CDSL <http://www.evotingindia.com> within three days of the passing of the Resolutions at the EGM of the Company and shall also be communicated to BSE Limited and NSE Limited where the shares of the Company are listed.

**ROUTE MAP FOR THE VENUE OF EGM**



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 1

In order to meet the funding requirements of the Company, it is proposed that Convertible Warrants of the Company be issued to identified Promoters, Promoter's Group and Public Investors on preferential basis, at a price of Rs.35/- (rupees thirty five only) per equity share including a premium of Rs.30/- (rupees thirty only) per equity share, in such manner and on such terms and conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 (ICDR Regulations) and in compliance with Section 42 and Section 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The Board, at their meeting held on March 15, 2021, has accorded its approval to the said preferential issue of Warrants. The issue price of the warrants/equity shares has been determined in accordance with the SEBI ICDR Regulations.

Section 62 of the Companies Act, 2013 provides that when a Company proposes to increase its issued capital by allotment of further shares, etc., such further shares are to be offered to the existing shareholders of the Company in the manner laid down in the said section unless the shareholders in a General Meeting decide otherwise by passing a Special Resolution. The Special Resolution proposed at item no.1 will, if passed, enable the Board on behalf of the Company to allot convertible warrants on a preferential basis to the Promoters, Promoter's Group and Public Investors as permitted under Section 62(1)(c) of the Act and the Rules made there under (read with Section 42 of the Companies Act, 2013 and the Rules made there under).

The terms of issue of Warrants as approved by the Board of Directors are as follows:

- a) Number of warrants: Not exceeding 6600000 warrants.
- b) Terms of conversion:
  - i. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
  - ii. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
  - iii. The Equity Shares arising from the exercise of the Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.
  - iv. Each Warrant will be convertible into 1 (one) Equity Share of par value of Rs.5/- each at an issue price of Rs.35/- per equity share (including premium of Rs.30/- per equity share).
- c) Payment Terms:
  - i. 25% of the issue price of the Warrants will be paid on the date of allotment of the Warrants.
  - ii. The balance 75% of the issue price of the Warrants is payable at the time of allotment of the Equity Shares pursuant to the exercise of the conversion right by the warrant holder, as and when they deem fit. Non-payment of balance sum i.e. 75% of the issue price by the warrant holder would entail in forfeiture of the amount paid. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- d) Issue Price:

The price at which each Warrant will be issued will be Rs.35/-, such price being not less than the minimum price determined as per the provisions of Chapter V of the SEBI ICDR Regulations.

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

Apart from the above said right of adjustment, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company.
- e) Other terms: -
  - i. The Warrants and the Shares converted shall be subject to lock-in in accordance with the provisions of SEBI ICDR Regulations.
  - ii. The Warrants shall not confer upon the holders thereof any right to receive any notice of the meeting of the Shareholders of the Company or Annual Report of the Company and/or to attend/vote at any of the General Meetings of the Shareholders of the Company held, if any.
  - iii. Save and except the right of subscription to the Company's Equity Shares as per the terms of the issue of

Warrants, the Warrant holder shall have no other rights or privileges such as entitlement to voting rights, dividend, bonus issue or rights issue or similar benefits declared by the Company.

- iv. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari-passu* with the existing Equity Shares bearing ISIN INE480C01020 of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- v. A separate Register of Warrant holders would be maintained by the Company.
- vi. In the event of any sub-division or consolidation of the face value of the Company's Equity Shares, the share entitlement on each Warrant shall be proportionately increased/ decreased such that the aggregate nominal value of the entitlement remains the same as the nominal value of the Equity Shares immediately prior to such subdivision or consolidation.

The additional disclosures related to the issuance of the Warrants convertible into Equity Shares are as follows:

#### 1. Disclosures required in terms of Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014

Heading	Disclosure
Particulars of the offer including date of passing of Board resolution	Issuance of up to 6600000 (sixty six lakhs) convertibles warrants of a face value of Rs.5/- (rupees five) each on a private placement /preferential basis. Date of Board resolution: March 15, 2021
Kinds of securities offered and price at which security is being offered	Warrants convertibles into equity shares, The Warrants of face value of Rs.5/- each are being offered at Rs.35/- each
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Issue price of Warrants and the price for conversion of warrants into Equity Share of the Company has been determined by pricing certificate issued by CS Neelesh Jain, proprietor of M/s N K Jain & Associates, Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018.  Report of registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.  The Warrants Holder shall be entitled to require the Company to convert its warrants held by such Warrants Holder into fully-paid-up equity shares of the Company (which shall rank <i>pari-passu</i> in all respects with the existing equity shares of the Company) at a conversion price of Rs.35/- (rupees thirty five only) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being March 9, 2021 (viz. 30 days prior to the date of the Extraordinary General Meeting of the shareholders)
Name and address of valuer who performed valuation	<b>Name:</b> CS Neelesh Jain, proprietor of M/s N K Jain & Associates, Practicing Company Secretaries <b>Address:</b> 208, Akansha, Press Complex, Zone I, M.P. Nagar, Bhopal 462011.
Amount which the company intends to raise by way of such securities	Up to Rs.23,10,00,000/- (Rupees Twenty Three Crores and Ten Lakh only)
Material terms of raising such securities	The Warrants Holder shall be entitled to require the Company to convert the Warrants held by such Warrants Holder into fully- paid-up equity shares of the Company (which shall rank <i>pari-passu</i> in all respects with the existing equity shares of the Company) at a conversion price of Rs.35/- (rupees thirty five only) per share.
Proposed time schedule	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.
Purposes or objects of offer	The proceeds from the issuance of Warrants (Equity Shares upon conversion of Warrants) shall be used by the Company towards the working capital requirements and repayment of its existing borrowings.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No.1. Except the Managing Director, None of the Directors of the Company will be subscribing to the proposed issue.
Principle terms of assets charged as securities	Not Applicable.

#### 2. Disclosures required in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014

Heading	Disclosure																																																																								
The Objects of the Issue	The proceeds from the issuance of the Warrants (Equity Shares upon conversion of Warrants) shall be used by the Company towards the working capital requirements and repayment of its existing borrowings.																																																																								
The total number of shares or other securities to be issued	Up to 66,00,000 (sixty six lakh) convertibles warrants of a face value of Rs.5/- each																																																																								
The price or price band at/ within which the allotment is proposed	The price at which Warrant will be issued Rs.35/-, such price being not less than the minimum price determined as per the provisions of Chapter V of the SEBI ICDR Regulations. This conversion price of warrants is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being March 9, 2021 (viz. 30 days prior to the date of the Extraordinary General Meeting of the shareholders)																																																																								
Basis on which the price has been arrived at along with report of the registered valuer	Issue price of Warrants and the price for conversion of warrants into Equity Share of the Company has been determined by pricing certificate issued by CS Neelesh Jain, proprietor of M/s N K Jain & Associates, Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018. Report of registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment. The Warrants Holder shall be entitled to require the Company to convert its warrants held by such Warrants Holder into fully-paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of Rs.35/- (rupees thirty five only) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being March 9, 2021 (viz. 30 days prior to the date of the Extraordinary General Meeting of the shareholders)																																																																								
Relevant date with reference to which the price has been arrived at	March 9, 2021																																																																								
The class or classes of persons to whom the allotment is proposed to be made	Promoter, Promoter's Group and Public Investors																																																																								
Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No.1. Except the Managing Director, None of the Directors / Key Managerial Personal will be subscribing to the proposed issue.																																																																								
The proposed time within which the allotment shall be completed	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.																																																																								
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Identity of Proposed Allottees</th> <th>No. of Warrants to be allotted</th> <th>Pre-holding 31.12.2020</th> <th>Post Shareholding</th> <th>% of post shareholding</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Jagdish Kumar Arora</td> <td>1600000</td> <td>6243322</td> <td>7843322</td> <td>10.96</td> </tr> <tr> <td>2.</td> <td>Kanta Bahadur</td> <td>500000</td> <td>0</td> <td>500000</td> <td>0.70</td> </tr> <tr> <td>3.</td> <td>Amit Tiwari</td> <td>500000</td> <td>0</td> <td>500000</td> <td>0.70</td> </tr> <tr> <td>4.</td> <td>Anshul Sharma</td> <td>500000</td> <td>0</td> <td>500000</td> <td>0.70</td> </tr> <tr> <td>5.</td> <td>Dinkar Singh</td> <td>500000</td> <td>0</td> <td>500000</td> <td>0.70</td> </tr> <tr> <td>6.</td> <td>Devendra Kumar</td> <td>500000</td> <td>0</td> <td>500000</td> <td>0.70</td> </tr> <tr> <td>7.</td> <td>Rohit Soni</td> <td>500000</td> <td>0</td> <td>500000</td> <td>0.70</td> </tr> <tr> <td>8.</td> <td>Nandram Kushwah</td> <td>500000</td> <td>0</td> <td>500000</td> <td>0.70</td> </tr> <tr> <td>9.</td> <td>Bhupendra Guru</td> <td>500000</td> <td>0</td> <td>500000</td> <td>0.70</td> </tr> <tr> <td>10.</td> <td>Hareram Mishra</td> <td>500000</td> <td>0</td> <td>500000</td> <td>0.70</td> </tr> <tr> <td>11.</td> <td>Mahesh Shahu</td> <td>500000</td> <td>0</td> <td>500000</td> <td>0.70</td> </tr> </tbody> </table>	Sr. No.	Identity of Proposed Allottees	No. of Warrants to be allotted	Pre-holding 31.12.2020	Post Shareholding	% of post shareholding	1.	Jagdish Kumar Arora	1600000	6243322	7843322	10.96	2.	Kanta Bahadur	500000	0	500000	0.70	3.	Amit Tiwari	500000	0	500000	0.70	4.	Anshul Sharma	500000	0	500000	0.70	5.	Dinkar Singh	500000	0	500000	0.70	6.	Devendra Kumar	500000	0	500000	0.70	7.	Rohit Soni	500000	0	500000	0.70	8.	Nandram Kushwah	500000	0	500000	0.70	9.	Bhupendra Guru	500000	0	500000	0.70	10.	Hareram Mishra	500000	0	500000	0.70	11.	Mahesh Shahu	500000	0	500000	0.70
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The change in control, if any, in the company that would occur consequent to the preferential offer	Consequent to the preferential offer, there will be no change in control in the company.																																																																								
The number of persons to whom allotment on preferential basis have already been made	During the year, the Company has not allotted any securities on preferential basis till date.																																																																								

during the year, in terms of number of securities as well as price					
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable				
The pre issue and post issue shareholding pattern of the company	<b>Category</b>	<b>Pre-issue No.shares Held</b>	<b>Pre-issue percentage of shareholding</b>	<b>Post- issue No. shares held</b>	<b>Post-issue percentage of shareholding</b>
	<b>Promoters' holding</b>				
	Indian				
	Individual	8458108	13.01	10058108	14.05
	Bodies Corporate	7448266	11.46	7448266	10.40
	<b>Sub-total</b>	<b>15906374</b>	<b>24.48</b>	<b>17506374</b>	<b>24.45</b>
	Foreign Promoters				
	<b>Sub-total (A)</b>	<b>15906374</b>	<b>24.48</b>	<b>17506374</b>	<b>24.45</b>
	<b>Non-promoters' holding</b>				
	Institutional Investors	1450000	2.23	1450000	2.03
	Non-Institutional Investors				
	Private corporate bodies	2206737	3.40	2206737	3.08
	Directors and relatives	47576	0.07	47576	0.07
	Indian public	43546909	67.01	48546909	67.81
	Others (including Non-resident Indians (NRIs))	1830142	2.82	1830142	2.56
<b>Sub-total (B)</b>	<b>49081364</b>	<b>75.52</b>	<b>54081364</b>	<b>75.55</b>	
<b>Grand Total</b>	<b>64987738</b>	<b>100.00</b>	<b>71587738</b>	<b>100.00</b>	

**3. Disclosures required in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**

<b>Heading</b>	<b>Disclosure</b>				
The Relevant date on the basis of which price of the equity shares to be allotted on conversion or exchange of convertible securities shall be calculated	March 9, 2021				
The objects of the issue	The proceeds from the issuance of the Warrants (Equity Shares upon conversion of warrants) shall be used by the Company towards the working capital requirements and repayment of its existing borrowings.				
Maximum number of specified securities to be issued	Up to 66,00,000 (sixty six lakh) Warrants convertible into Equity Shares having face value of Rs.5/- each.				
Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer	The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No. 1. Except the Managing Director, None of the Directors / Key Managerial Personal will be subscribing to the proposed issue.				
Shareholding pattern of the issuer before and after the preferential issue	<b>Category</b>	<b>Pre-issue No. shares Held</b>	<b>Pre-issue percentage of shareholding</b>	<b>Post-issue No. shares held</b>	<b>Post-issue percentage of shareholding</b>
	<b>Promoters' holding</b>				
	Indian				
	Individual	8458108	13.01	10058108	14.05
	Bodies Corporate	7448266	11.46	7448266	10.40
	<b>Sub-total</b>	<b>15906374</b>	<b>24.48</b>	<b>17506374</b>	<b>24.45</b>
	Foreign Promoters				
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	<b>Grand Total</b>	<b>64987738</b>	<b>100.00</b>	<b>71587738</b>	<b>100.00</b>	
Time frame within which the preferential issue shall be completed	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.					
Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue. Provided that, if there is any listed company, mutual fund, scheduled commercial bank, insurance company registered with the Insurance Regulatory and Development Authority of India in the chain of ownership of the proposed allottee, no further disclosure will be necessary	<b>Sr. No.</b>	<b>Identity of Proposed Allottees</b>	<b>No. of Warrants to be allotted</b>	<b>Pre-holding 31.12.2020</b>	<b>Post Shareholding</b>	<b>% of post shareholding</b>
	1.	Jagdish Kumar Arora	1600000	6243322	7843322	10.96
	2.	Kanta Bahadur	500000	0	500000	0.70
	3.	Amit Tiwari	500000	0	500000	0.70
	4.	Anshul Sharma	500000	0	500000	0.70
	5.	Dinkar Singh	500000	0	500000	0.70
	6.	Devendra Kumar	500000	0	500000	0.70
	7.	Rohit Soni	500000	0	500000	0.70
	8.	Nandram Kushwah	500000	0	500000	0.70
	9.	Bhupendra Guru	500000	0	500000	0.70
	10.	Hareram Mishra	500000	0	500000	0.70
	11.	Mahesh Shahu	500000	0	500000	0.70
	Note: the number of shares, post allotment shareholding and % of shareholding post issue has been set out in the above table on the assumption that up to 66,00,000 (sixty six lakh) convertibles warrants shall be allotted by the Company to the Promoters, Promoter's Group and Public Investors and they will convert the entire allotted warrants into equity shares. In the event the actual number of shares and warrants allotted by the Board or the number of warrants converted is less than the warrants allotted, the details of the number of shares, post allotment shareholding and % of shareholding post issue set out in the above table in relation to each Promoters, Promoter's Group and Public Investors shall change accordingly.					
	The proposed preferential issue will not result in change in control of the Company.					
Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so	The Company agrees and undertakes that it shall re-compute the price of the Warrants (Equity Shares upon conversion of Warrants) specified securities issued on preferential basis if required in terms of the provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so					
Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.	The Company agrees and undertakes that if the amount payable on account of the re-computation of price in terms of the applicable law is not paid within the time stipulated in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Warrants (Equity Shares upon conversion of Warrants) shall continue to be locked- in till the time such amount is paid by the allottees.					

Disclosures specified in Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter	Neither the Company's name nor any of its Promoter or Directors name is appearing in the list of willful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018. Name of the person declared as a wilful defaulter: Not applicable Name of the Bank declaring the person as a wilful defaulter: Not applicable Year in which the person was declared as a wilful defaulter: Not applicable Outstanding amount when the person was declared as a wilful defaulter: Not applicable Steps taken, if any, by the person for removal of its name from the list of wilful defaulters: Not applicable Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision: Not applicable Any other disclosure as specified by the Board: Not applicable
Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed	Not Applicable
Placing of Statutory Auditors' Certificate	The issuance of the warrants is being made in accordance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and a copy of the certificate from CA R.N. Gupta, proprietor of M/s R.N. Gupta & Associates., Practicing Chartered Accountant [FRN 001419C], the Statutory Auditor of the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable shall be placed before the shareholders at the forthcoming Extra Ordinary General Meeting of the Company and also shall be made available on the website of the Company (i.e. <a href="http://www.somindia.com">www.somindia.com</a> ), to facilitate online inspection by the Members till the date of the General Meeting.

The Board recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the members.

Mr. Jagdish Kumar Arora, Chairman and Managing Director, and his relatives to the extent of their existing shareholding in the Company and to the extent of their subscription to the above proposed Preferential Issue shall be deemed to be concerned or interested in the Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

## ITEM NO. 2

### **EXTEND THE BENEFIT OF SOM EMPLOYEES STOCK OPTION PLAN SCHEME 2020 TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY**

Stock Options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Stock Options also provide a company with an opportunity to optimize its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the company. Your company believes in rewarding its employees, for their continuous hard work, dedication and support, which has led the Company on the growth path.

An employee stock option scheme, designed to foster a sense of ownership and belonging amongst personnel, is a well-accepted approach to this end. It is, therefore, appropriate to consider an Employee Stock Option Scheme for the employees of the Company and subsidiary company(ies).

The members of the Company vide special resolution dated September 29, 2020, had accorded their consent for the Employee Stock Option Scheme, for the Employees of the Company further based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of members, the Board of Directors of the Company, at its meeting held on March 15, 2021 approved extend the benefits of the the SOM Employees Stock Option Plan

Scheme 2020 for the benefit of permanent Employees and/or Directors of the Company and/or subsidiary company(ies), as may be permissible under the SEBI Regulations.

Keeping in line with the above, "SOM Employees Stock Option Plan Scheme 2020" ('the Scheme') has been modified by the Company and to be implemented by Nomination & Remuneration Committee constituted under Section 178 of the Companies Act, 2013 in accordance with the requirements of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOS Regulations") issued by SEBI and other applicable laws. The modified Scheme has been approved by the Board of Directors and Members at their Meeting held on March 15, 2021 subject to the approval of the members.

The Scheme will be operated and administered under the superintendence of the Company's Nomination and Remuneration Committee, which is a Committee of the Board of Directors, the majority of whose Members are Independent Directors. The Nomination and Remuneration Committee will formulate/modify the detailed terms and conditions of the Scheme including:

- (a) Number of options to be granted to any Employee, and in the aggregate;
- (b) Terms on which the options will vest;
- (c) The conditions under which options vested in Employees may lapse in case of termination of Employees for misconduct;
- (d) The exercise period within which an Employee should exercise the options, and lapsing of options on failure to exercise the options within the exercise period and determination of exercise price which may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOP-2020;
- (e) The specified time period within which the Employee shall exercise the vested options in the event of termination or resignation of the Employee;
- (f) The right of an Employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- (g) The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions;
- (h) The grant, vesting and exercise of options in case of Employees who are on long leave; and
- (i) Any other related or incidental matters.

**Brief Description of the Scheme is given as under:**

**a) The total number of options to be granted**

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches within the overall ceiling upto 10,00,000 equity shares of Rs.5/- each [(equivalent to 5,00,000 equity shares of Rs.10/- each before splitting of face value) (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the company as may be applicable from time to time)].

SEBI ESOS Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP Scheme 2020.

**b) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme**

All permanent employees of the Company and Subsidiary Company(ies) working in India or out of India and Directors of the company (whether Managing/Whole time Director or not) (present or future) (excluding promoters and an employee who is a Promoter or a person belonging to the Promoter Group) and further excluding a director who either by himself or through his relative or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company and excluding Independent Directors as may be decided by the Nomination and Remuneration Committee.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, and role assigned to the employee and such other parameters as may be decided by the Nomination and Remuneration Committee in its sole discretion from time to time.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

**c) Terms of the scheme:**

- (1) The Company shall not vary the terms of the schemes in any manner, which may be detrimental to the interests of the Option Grantees: Provided that the company shall be entitled to vary the terms of the schemes to meet any regulatory requirements.
- (2) Subject to the proviso to sub-regulation (1), the company may by special resolution in a general meeting vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the Option Grantees.
- (3) The notice for passing special resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the Option Grantees who are beneficiaries of such variation.
- (4) The Company may re-price the options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; Provided that the company ensures that such re-pricing shall not be detrimental to the interest of the Option Grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

**d) Transferability of Employee Stock Options:**

- (1) The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option Grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
- (2) In the event of resignation or termination of the Option Grantee, all the options which are granted and yet not vested as on that day shall lapse.
- (3) In the event that an Option Grantee who has been granted benefits under a scheme is transferred or deputed to subsidiary company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

**e) Requirements of vesting and period of vesting**

Vesting of options may commence after a period of not less than one year from the date of grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOP Scheme 2020.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	All Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day with the Company.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination (With or without cause)	All Vested Options which were not allotted at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	Retirement or early Retirement approved by the Company	All Vested Options as on date of retirement may be exercised by the Option Grantee within permitted exercise period.	All Unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within permitted exercise period.
4	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 6 months from the date of Death.	All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 6 months from the date of Death.
5	Permanent Disability	All Vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 6 months from the date of such disability	All the Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 6 months from the date of such disability.
6	Abandonment*	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
7	Other reasons apart from those mentioned	The Committee shall decide whether the Vested Options as on	All Unvested Options on the date of separation shall stand cancelled with effect

	above Committee shall decide whether the Vested Options as	The shall the	that date can be exercised by the Option Grantee or not, and such decision shall be final.	from that date.
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\*The Board/ Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned.

**f) Maximum period within which the options shall be vested**

The maximum vesting period may extend up to 5 (five) years from the date of grant of options, unless otherwise decided by the Nomination and Remuneration Committee.

**g) Exercise price or pricing formula**

Exercise Price means the price at which the Option Grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/her under the Scheme.

The Exercise Price per Equity Share shall be decided in accordance with the recommendations of the Nomination and Remuneration Committee at the time of Grant of Options, provided that Exercise Price shall not less than the face value of the Equity Shares of the Company. In determining the Exercise Price as aforesaid, the Nomination and Remuneration Committee shall take into consideration relevant factors prevalent at the time of grant which, among other things, would include the trend in the market price of the Company's shares quoted on the Stock Exchange, the regulations and guidelines prescribed by the Securities and Exchange Board of India or any other regulatory authority from time to time.

**h) Exercise period and process of exercise**

The Exercise period shall not be more than 5 years from the date of respective vesting of Options. The options granted may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time.

The Vested options shall be exercisable by the employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The options shall lapse if not exercised within the specified exercise period. The options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Board/ Committee may decide.

**i) Appraisal Process for determining the eligibility of Employees to the Scheme.**

The appraisal process for determining the eligibility of the Employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee.

**j) Maximum number of options to be issued per Employee and in the aggregate**

The number of Options that may be granted to any specific employee under ESOP Scheme 2020 shall not exceed the number of Shares equivalent to 1% of the Issued Share Capital of the Company and in aggregate if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

**k) Certificate from auditors**

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

**l) Whether the scheme is to be implemented and administered directly by the Company or through a trust**

The Scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board.

**m) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust**

The Scheme will involve only new issue of shares by the Company.

**n) Disclosure and accounting policies**

The Company shall conform to the accounting policies specified by Securities & Exchange Board of India as per the SEBI ESOS Regulations, amended from time to time and relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India (ICAI) or by any other statutory authority from time to time.

**o) Method of Valuation**

The Company follows fair value method for computing the compensation cost, if any, for the options granted. The company will follow IFRS/IND AS/ any other requirements for the same.

**p) Rights of the option holder**

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

**q) Consequence of failure to exercise option**

All unexercised options shall lapse if not exercised on or before the exercised period ends. The amount payable by the employee, if any, at the time of grant of option, -

- (a) may be forfeited by the company if the option is not exercised by the employee within the exercise period; or
- (b) may be refunded to the employee if the options are not vested due to non-fulfillment of conditions relating to vesting of option as per the Scheme.

**r) Other terms**

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The Board or Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOP Scheme 2020, subject to compliance with the Applicable Laws and Regulations.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the members is sought pursuant to the provisions of section 42 and 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI ESOS Regulations.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 2, except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolution set out in Item No. 2 of the Notice for adoption by the Shareholders as Special Resolution.

For and on behalf of the Board  
**For Som Distilleries and Breweries Limited**

Sd/-

**Om Prakash**  
**Company Secretary & Compliance Officer**

Place: Bhopal

Date: March 15, 2021

REGISTERED OFFICE:  
1-A Zee Plaza, Arjun Nagar,  
Safdarjang Enclave, Kamal Cinema  
Road, New Delhi-110029  
Tel.: 011 26169909, 26169712

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**SOM DISTILLERIES & BREWERIES LIMITED**  
**Attendance slip**

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**CIN: L74899DL1993PLC052787**

**Registered Office:** 1A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema road, New Delhi-110029.

**Email:** info@somindia.in, **Web:** www.somindia.com, **Works:** Village Rojrachak, Distt. Raisen Ph. No. 011-26169909, 26169712

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Thursday, the 8<sup>th</sup> April 2021 at 11.00 am at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh).

**Names and Address of Shareholder:**

**Folio No/ DPID CLIENTID No. :**

SIGNATURE OF THE SHAREHOLDERS OR PROXY	NO. OF SHARES HELD

**Note:** Shareholder/Proxy holder must bring this admission slip to the meeting and hand over at the venue duly signed.

Date:  
Place:

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Form No. MGT-11  
**Proxy form**

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[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

**CIN** : L74899DL1993PLC052787

**Name of the company** : SOM DISTILLERIES & BREWERIES LIMITED  
**Registered office** : 1A, ZEE PLAZA, ARJUN NAGAR, SAFDARJUNG ENCLAVE,  
KAMAL CINEMA ROAD, NEW DELHI.110029.

Name of the member (s)	:	
Registered address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/We, being the member (s) holding ..... shares of the above named company,  
hereby appoint:

Name	:	
Address	:	
E-mail Id	:	
Signature	:	or failing him

Name	:	
Address	:	
E-mail Id	:	
Signature	:	or failing him

Name	:	
Address	:	
E-mail Id	:	
Signature	:	or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Thursday, the 8<sup>th</sup> day of April, 2021 at 11.00 am at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Resolution	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
<b>SPECIAL BUSINESS</b>			
1.	To consider and approve issue of convertible equity warrants to promoters/ promoters group and public investors on preferential basis		
2.	To approval for issue and allotment of equity shares to employees of subsidiary company(ies) under the Som Employee Stock Option Plan Scheme 2020		

Signed this .....day of ..... 2021

Signature of shareholder

Signature of proxy holder(s) Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the company, not less than 48 hours before the commencement of the meeting.	Affix Revenue stamp
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